

**FILED**  
In the Office of the  
Secretary of State of Texas

APR 08 2008

**Corporations Section**

**CERTIFICATE OF FORMATION  
FOR  
AMBIT TEXAS, LLC**

The undersigned, acting as the sole organizer of a limited liability company under Titles 1 and 3 of the Texas Business Organizations Code (the "Code"), does hereby adopt the following Certificate of Formation for Ambit Texas, LLC, a Texas limited liability company (the "Company"):

**ARTICLE I  
NAME**

The name of the Company is Ambit Texas, LLC.

**ARTICLE II  
PURPOSE**

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Code.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's initial registered office in the State of Texas is 1801 N. Lamar Street, Suite 200, Dallas, Texas 75202, and the name of the Company's initial registered agent at that address shall be Jere W. Thompson, Jr.

**ARTICLE IV  
INITIAL MEMBER**

The Company will be managed by its sole member. The name and address of the sole member is:

Name

Address

Ambit Energy, L.P.

1801 N. Lamar Street, Suite 200  
Dallas, Texas 75202

**ARTICLE V  
LIMITATION OF MEMBER LIABILITY**

A member of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the member's capacity as a manager, member or managing member except that this Article V does not eliminate or limit the liability of a member to the extent the member is found liable for (i) a breach of the member's duty of loyalty to the

Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the member's office; or (iv) an act or omission for which the liability of a member is expressly provided by an applicable statute. Any repeal or amendment of this Article V by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a member of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which a member of the Company is not liable as set forth in the preceding sentences, a member shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a member or of a director of a corporation.

#### **ARTICLE VI ORGANIZER**

The name and address of the organizer is Scot W. O'Brien, 2001 Bryan Street, Suite 3900, Dallas, Texas 75201.

IN WITNESS WHEREOF, this Certificate of Formation has been executed on April 8, 2008, by the undersigned.

  
Scot W. O'Brien

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Reports Unit  
P.O. Box 12028  
Austin, Texas 78711-2028



Hope Andrade  
Secretary of State

Office of the Secretary of State  
PERIODIC REPORT - LIMITED PARTNERSHIP

File Number: 800529904

Page 1 of 1

Filing Fee: \$50

1. The limited partnership name is:  
**Ambit Energy, L.P.**

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2. It is organized under the laws of: *(set forth state or foreign country)*  
**Texas**

OCT 26 2009

3. The name of the registered agent is:  
**Jere W. Thompson, Jr**  
*(Make changes here):*

Corporations Section

4. The registered office address, which is identical to the business office address of the registered agent in Texas, is:

**1801 N. Lamar Street, Ste. 200  
Dallas, TX 75202**

*(Make changes here-use street or building address; see Instructions):*

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OCT 26 2009

5. The address of the principal office in the United States where the records are to be kept or made available is:

**1801 N. Lamar Street, Ste. 200  
Dallas, TX 75202**

*(Make changes here):*

CLK 68  
AUSTIN, TEXAS

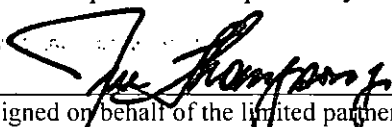
6. The names and addresses of all general partners of the limited partnership are:  
*(Address changes for existing general partners are allowed. For name changes, see Instruction 6.)*

<u>Name</u>	<u>Address</u>	<u>City/ State/Zip</u>
Ambit GenPar, Inc.	1801 N. Lamar Street, Ste. 200	Dallas, TX 75202

**Execution:**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 10/8/09  
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Signed on behalf of the limited partnership

**JERE THOMPSON, JR., PRESIDENT**  
By (general partner)

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AUSTIN, TEXAS

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Secretary of State of Texas  
**JUN 13 2008**  
**Corporations Section**

**CERTIFICATE OF FORMATION  
FOR  
AMBIT GENPAR, INC.**

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation under the Texas Business Organizations Code hereby adopts the following Certificate of Formation for such corporation:

**ARTICLE ONE**

The name of the corporation is Ambit GenPar, Inc. (the "Corporation").

**ARTICLE TWO**

The Corporation is organized for the purpose of engaging in the transaction of any and all lawful activity and/or business for which corporations may be organized under the Texas Business Organizations Code, as amended (the "Code").

**ARTICLE THREE**

The total number of shares of stock which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE FOUR**

A. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the individual who is to serve as the initial director until the first annual meeting of shareholders, or until his successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Jere W. Thompson, Jr.	1801 N. Lamar Street, Suite 200 Dallas, Texas 75202

B. Elections of directors need not be done by written ballot unless the Bylaws of the Corporation shall otherwise provide.

C. The Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation. In addition to the powers and authority expressly conferred upon them by this Certificate of Formation or by statute, the directors are empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the Code, this Certificate of Formation, and any Bylaws adopted by the shareholders. However, notwithstanding any provision in this Certificate of Formation to the contrary, the shareholders may not adopt, repeal or amend the Bylaws of the Corporation without the affirmative vote of a majority of the votes entitled to be cast by the holders of the Corporation's outstanding capital stock. Additionally, no Bylaws hereafter adopted by the

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**JUN 13 2008**

**Secretary of State**

shareholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

#### **ARTICLE FIVE**

Nothing contained in this Certificate of Formation shall prohibit or impair the Corporation's power and authority to contractually grant preferential rights to purchase or subscribe for shares of any class of stock of the Corporation or any notes, debentures, bonds or securities convertible into or carrying options, warrants or rights to purchase shares of any class, as the Board of Directors, at its discretion, from time to time may grant and at such price as the Board of Directors, at its discretion, may fix.

#### **ARTICLE SIX**

The Corporation shall indemnify each person who is or was a director of the Corporation to the fullest extent permissible under applicable Texas law and any successor statutes under the Code. The Board of Directors of the Corporation, in its sole discretion, shall have the power, on behalf of the Corporation, to indemnify such other persons for whom indemnification is permitted by such provisions of the Code, to the fullest extent permissible thereunder, and may purchase such liability indemnification and/or other similar insurance as the Board of Directors from time to time shall deem necessary or appropriate, in its sole discretion.

The Corporation may purchase and maintain liability, indemnification and/or similar insurance on behalf of itself, and/or for any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the Corporation or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the Corporation would otherwise have the power to indemnify such person against that liability.

The power to indemnify and/or obtain insurance provided in this Article Six shall be cumulative of any other power of the Board of Directors and/or any rights to which such a person or entity may be entitled by law, this Certificate of Formation and/or Bylaws of the Corporation, contract, other agreement, vote or otherwise.

#### **ARTICLE SEVEN**

The street address of the initial registered office of the Corporation is 1801 N. Lamar Street, Suite 200, Dallas, Texas 75202, and the name of its initial registered agent at such address is Jere W. Thompson, Jr

#### **ARTICLE EIGHT**

No contract or other transaction between the Corporation and any person, firm, association or corporation and no act of the Corporation, shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the Corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director, shareholder, officer, employee, member or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the Corporation or to any shareholder or creditor thereof for any loss incurred by the Corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

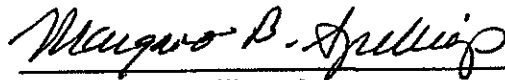
#### **ARTICLE NINE**

No member of the Board of Directors of the Corporation shall be liable, personally or otherwise, in any way to the Corporation or its shareholders for monetary damages caused in any way by an act or omission occurring in the director's capacity as a director of the Corporation, except as otherwise expressly provided by applicable Texas law.

#### **ARTICLE TEN**

The name and address of the incorporator is Margaret B. Spellings, Hallett & Perrin, P.C., 2001 Bryan Street, Suite 3900, Dallas, Texas 75201.

IN WITNESS WHEREOF, the Incorporator has executed this Certificate of Formation on June 11, 2008.



Margaret B. Spellings, Incorporator  
HALLETT & PERRIN, P.C.  
2001 Bryan Street, Suite 3900  
Dallas, Texas 75201

June 12, 2008

Ambit GenPar, Inc.  
1801 N. Lamar Street  
Suite 200  
Dallas, Texas 75202

Gentlemen:

The undersigned hereby consent to the use of the name "Ambit GenPar, Inc." for the purpose of forming a corporation in Texas, effective as of the date of this letter.

If you need additional information, please contact the undersigned.

AMBIT ENERGY, L.P.  
a Texas limited partnership

By: Ambit Systems, Inc.  
Its: General Partner

By:   
Jere W. Thompson, Jr.  
Its: President

AMBIT HOLDINGS, LLC,  
A Texas limited liability company

By: Ambit Systems, Inc.  
Its: Managing Member

By:   
Jere W. Thompson, Jr.  
Its: President

AMBIT TEXAS, LLC,  
A Texas limited liability company

By Ambit Energy, L.P.,  
a Texas limited partnership,  
Its Managing Member

By: Ambit Systems, Inc.  
Its: General Partner

By:   
Jere W. Thompson, Jr.  
Its: President

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**In the Office of the**  
**Secretary of State of Texas**  
**AUG 15 2011**

**CERTIFICATE OF MERGER**

**Corporations Section**

Pursuant to the provisions of Section 10.151 of the Texas Business Organizations Code, Ambit Energy, L.P., a Texas limited partnership (the "Partnership"), and Ambit Texas, LLC, a Texas limited liability company ("Ambit Texas"), delivers to the Secretary of State of Texas the following Certificate of Merger:

1. The name and type of entity of each of the constituent entities (the "Constituent Entities") in the merger and the states under the laws of which they are respectively organized are:

Name and Type of Entity

State of Organization

Ambit Energy, L.P.,  
a limited partnership

Texas

Ambit Texas, LLC,  
a limited liability company

Texas

2. The Agreement and Plan of Merger has been approved, adopted, authorized, certified, executed and acknowledged by each of the Constituent Entities in accordance with the laws of the State of Texas and their respective governing documents.
3. Effective as of the Effective Time of the Merger (as defined below), the Partnership will merge with and into Ambit Texas (the "Merger"), and Ambit Texas will be the entity surviving the Merger (the "Surviving Entity") and shall continue its existence under the laws of the State of Texas. The name of the Surviving Entity will be Ambit Texas, LLC.
4. The certificate of formation of Ambit Texas shall be the certificate of formation of the Surviving Entity, and no amendments or changes to that certificate of formation have been made.
5. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity at 1801 N. Lamar, Suite 200, Dallas, Texas 75202. The Surviving Entity will furnish a copy of the Agreement and Plan of Merger to any partner or member of any Constituent Entity on request and without cost.
6. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of the State of Texas (the "Effective Time of the Merger").
7. Any and all tax liability of Ambit Energy, L.P. shall be assumed by the Surviving Entity.

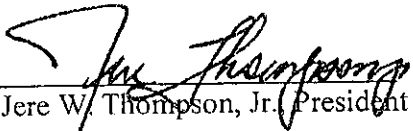
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**AUG 15 2011**

**Secretary of State**


IN WITNESS WHEREOF, this Certificate of Merger has been executed as of  
JUNE 30, 2010.

AMBIT TEXAS, LLC

By:   
Jere W. Thompson, Jr., President

AMBIT ENERGY, L.P.:

By: Ambit GenPar, Inc.  
Its: General Partner

By:   
Jere W. Thompson, Jr.  
Its: President

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